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((H96000008825))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: GEOFFREY M. WAYNE, P.A.
DEPARTMENT OF STATE 1001 S. BAYSHORE DR
STATE OF FLORIDA SUITE 2702
409 EAST GAINES STREET MIAMI FL 33131-4900
TALLAHASSEE, FL 32399 CONTACT: ELIZABETH GUERRA-SUAREZ
FAX: (904) 922-4000 PHONE: (305) 381-8108
FAX: (305) 381-8109

(((H96000008825))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PLS, INC.
FAX AUDIT NUMBER: H96000008825 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/25/1996 TIME REQUESTED: 09:58:59
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $70.00 ACCOUNT NUMBER: 076770003401

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~~W96-13509~~

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6/25

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1996

GEOFFREY M. WAYNE, P.A.

MIAMI, FL

SUBJECT: PLS, INC.
REF: W96000013509

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000008825
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DIVISION OF CORPORATIONS

H96000008825

FILED
95 JUN 25 PM 4:2?
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PILISA, INC.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **PILISA, INC.**. The principal place of business of this corporation shall be 18250 Collins Avenue, Miami Beach, Florida 33160.

ARTICLE II.

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

H96000008825
Geoffrey M. Wayne, P.A.
1001 South Bayshore Drive, Suite 2702
Miami FL 33131-4900
FL Bar No. 329444

Number of Shares	Par Value	Class of Stock
500	$1.00	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be c/o GEOFFREY M. WAYNE, P.A., Brickell Bay Office Tower, Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900, and the name of the initial registered agent of the corporation at that address is Geoffrey M. Wayne.

ARTICLE VI. DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Isidoro Giorsetti
Alessandro Calabro
Paolo Arceri
18250 Collins Avenue
Miami Beach FL 33160

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Geoffrey M. Wayne, Esq.
Brickell Bay Office Tower, Suite 2702
1001 South Bayshore Drive
Miami, Florida 33131-4900

ARTICLE VIII.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

ARTICLE X. PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 25th day of June, 1996.

By: Geoffrey M. Wayne

Geoffrey M. Wayne, Incorporator

H96000008825

ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of **PILISA, INC.**, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 24th day of June, 1996.

By: Geoffrey M. Wayne

Geoffrey M. Wayne, Registered Agent

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96 JUN 25 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07/03/96 [illegible] NO. 76 P001/002

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7/03/96 FLORIDA DIVISION OF CORPORATIONS
12:31 PM

PUBLIC ACCESS SYSTEM
(((H96000009286))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
0018-0000
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: GEOFFREY M. WAYNE, P.A.
1001 S BAYSHORE DR
SUITE 2702
MIAMI FL 33131-4900
CONTACT: ELIZABETH GUERRA-SUAREZ
PHONE: (305) 381-8108
FAX: (305) 381-8109

(((H96000009286))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: PILISA, INC.
FAX AUDIT NUMBER: H96000009286 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/03/1996 TIME REQUESTED: 12:31:42
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $35.00 ACCOUNT NUMBER:
076770003401

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TALLAHASSEE, FLORIDA

Corporation/
Linda

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96 JUL -3 PM 1:14
DIVISION OF CORPORATIONS

H96000009286

ARTICLES OF CORRECTION TO THE ARTICLES OF INCORPORATION OF PILISA, INC.

The following are Articles of Correction to the Articles of Incorporation of PILISA, INC. filed June 25, 1996 (attached hereto):

1. Article VI, Directors is corrected to reflect the following individual as the sole director of the corporation:

   Paolo Arceri, 18250 Collins Avenue, Miami Beach, Florida 33160.

2. In all other respects, the Articles of Incorporation shall remain unchanged.
3. This correction is pursuant to Section 607.0124 of the Florida Statutes.
4. The effective date of this correction shall be upon the filing of these Articles of Correction to Articles of Incorporation of PILISA, INC. with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Correction to the Articles of Incorporation of PILISA, INC. in the State of Florida this 2nd day of July, 1996.

By: Geoffrey M. Wayne

Geoffrey M. Wayne, Incorporator

FILED
96 JUL -3 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000009286
Geoffrey M. Wayne, P.A.
1001 S. Bayshore Drive
Suite 2702
Miami FL 33131-4900
FL BAR NO. 329444

H96000008828

ARTICLES OF INCORPORATION
OF
PILISA, INC.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

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The name of the corporation shall be: **PILISA, INC.**. The principal place of business of this corporation shall be 18250 Collins Avenue, Miami Beach, Florida 33160.

ARTICLE II.

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

H96000008825
Geoffrey M. Wayne, P.A.
1001 South Bayshore Drive, Suite 2702
Miami FL 33131-4900
FL Bar No. 329444

Number of Shares	Par Value	Class of Stock
500	$1.00	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be c/o GEOFFREY M. WAYNE, P.A., Brickell Bay Office Tower, Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900, and the name of the initial registered agent of the corporation at that address is Geoffrey M. Wayne.

ARTICLE VI. DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Isidoro Giorsetti
Alessandro Calabro
Paolo Arceri
18250 Collins Avenue
Miami Beach FL 33160

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Geoffrey M. Wayne, Esq.
Brickell Bay Office Tower, Suite 2702
1001 South Bayshore Drive
Miami, Florida 33131-4900

ARTICLE VIII.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

ARTICLE X. PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 24th day of June, 1996.

By: Geoffrey M. Wayne

Geoffrey M. Wayne, Incorporator

H96000008825

ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of **PILISA, INC.**, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 24th day of June, 1996.

By: Geoffrey M. Wayne
Geoffrey M. Wayne, Registered Agent

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